

Exhibit 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
KIMBERLY OSORIO and
MICHELLE JOYCE,

Case No.: 05 CV 10029 (JSR)(JCF)

Plaintiffs,

-against-

AFFIDAVIT OF JEREMY MILLER

SOURCE ENTERPRISES, INC.; SOURCE
ENTERTAINMENT, INC.; DAVID MAYS
in his official and individual capacities;
and RAYMOND SCOTT, also known as
"BENZINO," in his official and individual
capacities.

Defendants.
-----X

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

JEREMY MILLER, being duly sworn and deposed, says:

1. I am currently the President and CEO of Source Enterprises, Inc. and Source Entertainment, Inc. ("The Source"), defendants in the above action.

2. Prior to my current position, I was an employee of The Source from 1994 to 2005, during which the Plaintiffs were also employed by The Source. In 2002, I became the Chief Operating Officer of The Source.

3. The Source is the premier magazine in the country devoted to Hip-Hop music, culture and politics. It began in 1988 as a free newsletter when David Mays hosted a radio show at Harvard University and saw a niche that was not being served. From these

humble beginnings, it has grown into a powerful media entity that includes The Source Magazine, with a paid circulation of over 250,000 (predominately men), merchandising, and The Source Awards, an annual television event with over seven million viewers designed to honor Hip Hop artists and songs from the past year. The goal and vision of The Source is simple - it exists to reflect the greatness of Hip-Hop in all its forms, as well as to expose some of its ugliness as well, in a manner and context that will appeal to its readership. Its "Publisher's Credo," printed inside each edition of The Source, reads in part: "We at THE SOURCE take very seriously the challenge of being the only independent voice for the Hip-Hop Nation. We strive hard to bring the reader a complete and unbiased representation of this incredible art form and all that surrounds it."

4. Antonio Clark served as an Executive Editor for The Source and earned a salary of \$70,000 per year.

5. The following individuals served as Editor in Chief of The Source: Jonathan Schechter (1990-1995), Selwyn Hinds (1996-1999), Adario Strange (1995-96), Carlito Rodriguez (1999-2001), Kimberly Osorio (2002-2005), Joshua Fahim Ratcliffe (2005, present), Dasun Allah (2005-2006), David Mays (2006)

6. The following individuals served as Executive Editor prior to becoming Editor in Chief of The Source: Kimberly Osorio, Dasun Allah, Joshua Fahim Ratcliffe,

7. The entertainer known as Jay Z appeared on the cover of The Source Magazine in five issues: January 2000, July 2001, September 2002, August 2003, the Source Awards 2004 special edition, and March 2005.

8. The job requirements and responsibilities for Christopher White were not the same as those for Plaintiff Kimberly Osorio. For example, as Publisher, Christopher White was responsible for tasks such as (1) assignment of categories, accounts and territories to

salespeople; (2) overseeing the sales and marketing budgets; (3) development of new sales accounts and categories; (4) hiring and training the sales staff; (5) securing sponsorship deals for The Source branded properties; and (6) overall management of the sales and marketing staff. Plaintiff Osorio had none of these responsibilities; her main duties involved not the management of the sales and marketing aspects of The Source, but instead the editorial and content aspects of the magazine.

9 My job requirements and responsibilities during the time I was Chief Operating Officer at The Source were not the same as those for Plaintiff Kimberly Osorio. For example, as Chief Operating Officer, I was responsible for managing the Accounting, Administration, Circulation and Production departments, through tasks such as (1) management of sales commission programs and plans; (2) developing advertising revenue projections and budgets, (3) management of contract records and reports; (4) developing and implementing systems for monitoring advertiser credit status and approval; (5) developing and implementing systems for monitoring account and sales territory records; (6) managing the production director; (7) managing financial and human resources compliance issues; (8) establishing budgets and accounting systems; and (9) developing and implementing plans for subscription acquisition programs. Plaintiff Osorio had none of these responsibilities; her main duties involved not the management of the financial and administrative aspects of The Source, but instead the editorial and content aspects of the magazine.

10. Jeff Jones was the Marketing Director of The Source who was replaced by Plaintiff Michelle Joyce in 2002. As Marketing Director, Mr. Jones earned a salary of \$130,000 per year. Mr. Jones was paid this salary because he had extensive prior experience in magazine publishing and also was a re-hire at The Source. By contrast, Plaintiff Joyce had no experience with magazine publishing (we understood her experience to instead be with record labels) and had not been a former employee of The Source, so she was offered less compensation.


11. When The Source was located at 215 Park Avenue in New York City Stets Austin and Ousmane Sam sat in an open area of the office we referred to as the "bullpen." At the front of the bullpen were two to four other employees seated at workstations. To reach the desks of Mr. Austin and Mr. Sam, one had to pass these employees, and go through an open doorway. These desks were located in the back corner of the bullpen area. Plaintiff Michelle Joyce had a separate office that was removed from the entire bullpen area by at least twenty to thirty feet.

12. In the deposition transcripts of this action, some nicknames or first names may be used. The nicknames and/or first names of the relevant Source employees to whom they relate are the following:

Robert Rosario	"Boo"
Jonathan Bonnano	"Gotti"
Dale Johnson	"Gucci Dan"
Leroy Peeples	"Bum"
Eric Brown	"E.B."
Alvin Childs	"Wiz"
Tory Fredericks	"Tory"
James Hawkins	"Hawk"
Ousmane Sam	"Ous"
Stets Austin	"Stets"

13. After I became Chief Operating Officer of The Source in 2002 to the relevant time period (2005), the following individuals served as department heads:

Kimberly Osorio	Editorial/Editor in Chief (2002-2005)
Adita Francis	Editorial/Managing Editor (2002-2005)
Kendle McCoy	Circulation/Newsstand (2002-2004)
Deborah Cameron	Circulation/Subscriptions (2002-2005)
Michelle Joyce	Marketing/Director (2003-2005)
Katie Schad	Editorial/Photo Director (2002-2006)
Julie Als	Human Resources/Vice President (2001-2006)
Joseph Trezza	Production/Production Director (2000-2004)
Paul Scirecalabristo	Editorial/Art Director (2002-2004)
Christopher White	Advertising/Publisher (2003-2005)
Ron Le'kon	Accounting/CFO (2002-2006)
Perry Moss	Advertising/Advertising Director (2003-2005)


JEREMY MILLER

Sworn to Before Me
This ____ Day of July, 2008.



Notary Public

MICHAEL G. FEINBERG
NOTARY PUBLIC - STATE OF NEW YORK
N.Y. #16800732
QUALIFIED IN NASSAU COUNTY
MY COMMISSION EXPIRES 12-23-2015